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November 8, 2011

**VIA HAND DELIVERY**

The Honorable Jocelyn D. Boyd  
Chief Clerk / Administrator  
Public Service Commission of South Carolina  
101 Executive Center Drive (Saluda Building)  
Columbia, South Carolina 29210

RE: Cherokee County Cogeneration Partners, LP, n/k/a Cherokee County Generation Partners, LLC

Dear Mrs. Boyd:

I represent Cherokee County Cogeneration Partners, LP, n/k/a Cherokee County Generation Partners, LLC ("Cherokee"). I am writing to you to advise the Commission of a planned transaction involving the sale of an indirect owner of Cherokee.<sup>1</sup>

As the Commission is aware Cherokee is the holder of a certificate of environmental compatibility and public convenience and necessity ("CECPCN") for an electric system located near Gaffney in Cherokee County. Currently, one hundred percent (100%) of the interests in Cherokee are held directly and indirectly by ESI Cherokee Holdings, Inc. ("Holdings"), a subsidiary of ESI Energy, LLC ("ESI Energy"). The planned transaction involves a sale of the stock of Holdings by ESI Energy to Amsterdam Generating Company, LLC, a Delaware limited liability company ("Amsterdam"). Following the transaction, the Cherokee electric system and CECPCN will continue to be owned by Cherokee. It is my understanding that the transaction is expected to close on or about November 16, 2011.

<sup>1</sup> This letter reflects information regarding the planned transaction that Cherokee has heretofore provided in a recent conference call in which representatives of the Commission, Cherokee, Duke Energy Carolinas, LLC ("Duke"), Amsterdam and the Office of Regulatory Staff ("ORS") participated. This letter is being written at the suggestion of the Commission staff and the ORS.

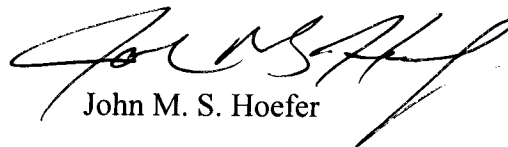
Because the planned transaction does not involve (i) a transfer of the CECPCN (*see* S.C. Code Ann. §58-33-110(2)), (ii) a transfer of property, powers, franchises or privileges of an electrical utility (*see* S.C. Code Ann. §58-27-1300), or (iii) a sale, transfer or assignment of the electric system (*see* §16.1 of the PPA), we do not believe that formal consent or notice is required. However, Cherokee believes, as discussed with the Commission staff on November 1, 2011, that it is appropriate to informally make the Commission aware of the planned transaction.

By copy of this letter, I am making Duke and ORS aware of this communication.

If you have any questions, or require additional information, please do not hesitate to contact me. With best regards, I am

Sincerely,

**WILLOUGHBY & HOEFER, P.A.**



John M. S. Hoefer

JMSH/ccm

cc: Lisa G. Quarrie, Esquire  
NextEra Energy, Inc.

Timika Shafeek-Horton, Esquire  
Duke Energy Carolinas, LLC

Shannon Bowyer Hudson, Esquire  
Office of Regulatory Staff